

EXHIBIT 3

William C. Taylor



February 12, 2021

Honorable Jed S. Rakoff
United States District Judge,
Southern District of New York
500 Pearl Street
New York, NY 10007

Regarding: U.S.—v—William C. Taylor

Dear Judge Rakoff:

I write this letter to you some weeks before my sentencing, and I will try my best to put words to my thoughts, feelings, and emotions, and try to help you get a picture of who I am. Although I plan to address you in person at the sentencing hearing, I expect that will be an emotional and difficult moment for me. Frankly, even the act of writing this letter is proving to be emotionally difficult. I find that fact ironic since I'm the typical engineering personality who doesn't show or communicate my emotions to people very well. In any case, I will do my best to express myself clearly, and I appreciate you considering what I have to say.

Before I go further, I want to make clear that I respect the process that led us here. Until this case, I had no experience with the trial system other than being considered for a jury a few times. Your command of the courtroom was impressive, and I appreciated your respectful treatment of the jury, as well as the times when you were able to inject a little levity into the process, cracking small jokes. To me, those moments were respites in what has been an unbelievably difficult time. Although you couldn't see it because of my mask, your comments brought a smile to my face, even a few laughs, and were greatly appreciated.

I also want to state that although I disagree with the jury's verdict on the conspiracy count, I respect that those people risked their well-being during a pandemic to be a part of the process and perform their civic duty. You thanked them for their service, and I would like to echo your message. You also risked your well-being to preside over the trial, and I express my respect and thanks to you as well.

My family would have liked to have been with me during the trial, but it wasn't possible. Work responsibilities and the global pandemic made it impossible for my wife, daughters, and sisters to attend, and the pandemic alone prevented my elderly parents from coming. I would have liked for the jurors, and for you, to know that I am a family man with the support of my family. I hope their letters show that this is true.

In order to preserve legal rights that are beyond my understanding, I will be careful when it comes to writing anything about my case. My defense attorneys are striving to protect me, and I'll do my best not to interfere.

That said, I hope you will bear with me while I provide some information about me and my life that may give a little more context to this case – who I am, what I've done, and what I hope to do next.

Early Life and Education:

I was born into a working-class family in northern Indiana, and grew up in a rural farming and manufacturing community. My father and mother both came from poor and dysfunctional families. Neither finished high school. They married when they were 18 and 14, respectively, and my mother gave birth to my oldest sister within their first year of marriage. Both my parents worked factory jobs their whole lives, and at times my father also worked a second job. They worked very hard to provide for our family, and to give their children a shot at a better life than what they had, and they sheltered us from the dysfunctional parts of their families. They did a great job in my view; even though we didn't have a lot, we certainly had enough.

I attended public schools in Indiana, worked hard, and was fortunate to do well. While in high school, I remember my father taking me on a tour of the rubber factory where he worked. He told me that I had a choice: either I could devote myself to school and prepare for a professional career of some sort, or he could help me get a labor job in the factory. I remember looking around at all of the grimy machinery, hearing the pounding of the molding machines, and thinking, "No way I want to work here." So, I did as my father advised. Although I played football and wrestled in high school, I knew academics would be my way out, and so I hit the books. I ultimately graduated near the top of my class from Northridge High School, and was fortunate to be selected to the Academic All-State football team, and as an Army Reserve Student Athlete of the Year. For me and my family, those were big honors.

Throughout high school, I worked different jobs, including McDonalds, milking cows, bailing hay, and working as a parking attendant. This was important to our family. And it was important to me, that I could have some spending money without burdening my parents more.

After high school, I attended Purdue University. I loved playing football, and I've always said that if I only had size, speed, and talent, I could have continued to play in college. Lacking any of those attributes, I decided to concentrate on my studies. Because I'd always done best in math and science, I decided to become an engineer, believing it would open opportunities for a fulfilling life.

During my freshman year, I distinctly remember warnings from a professor: he told us to look left and right, and said that with a 50% drop-out rate in the engineering program, odds were at least one of the folks sitting on either side wouldn't graduate from it. That warning scared and motivated me – kind of like my father's tour of the rubber factory I had back in high school. I knew that I would have to apply myself to prove worthy of the opportunity.

In addition to studying hard at Purdue, I participated in a co-op program. By alternating semesters, with one semester at Purdue and the next semester at Miles Laboratories, I could apply the theoretical work with the actual practice of engineering. Equally as important, it helped me pay for my college expenses. Thanks to this job (and some supplemental work at various odd jobs), I was able to pay back my parents for their contribution to my freshman tuition and cover the rest myself.

I graduated from Purdue with an engineering degree in 1991, and was fortunate to have earned honors grades. And thanks to my job at Miles, I also had two-years of tenure working in engineering jobs at Miles. That experience provided invaluable insight I could not have gotten through my studies alone, and also resulted in me being a co-inventor of two patents issued prior to my graduation.

Early Career:

Eli Lilly and Proctor and Gamble extended employment offers during my senior year, but I chose to stay with Miles Laboratories, where I really enjoyed working in Research and Development. My experience there gave me a knack for seeing how to improve products and processes. During my early career, I was a co-inventor on a total of eight patents.

While at Miles, I met my wife Carol, who was working in customer service for the company. We began dating after I graduated, and we married in June of 1993.

Three months after we married, Mark Gainor, the CEO of Gainor Medical, a family-owned medical device distributor, offered me a middle management position. We'd crossed paths during my tenure at Miles, and Mark thought I would be a good fit for his company. The hitch was that Gainor wasn't in Indiana – it was in Georgia. That offer prompted our family's move – it was a hard decision to leave home, leave family, but it was the best shot to provide a better life for our kids.

Carol and I had two daughters. Carol gave birth to Olivia in [REDACTED] and to Sophia in [REDACTED]. Carol chose to stay home as a full-time mother, giving our daughters the benefit of extra attention. Both of our daughters have grown to be accomplished professionals, and kind, honest people.

When I began at Gainor, the company employed less than 20 people. During my 14 years there, we grew to a workforce of more than 100 people. That experience taught me a great deal about leadership and grooming people to reach their highest potential.

In 1999, Gainor was sold to Matria Healthcare and renamed Facet Technologies. I was quickly promoted to General Manager, then President, and continued to lead the growth of the company.

In 2006, Matria sold Facet to a private equity company, which invited me to lead Facet as its CEO. During the recession that began a few years later, we lost an important client, which led to a significant drop in revenues, and the company brought in a new CEO. That was a big disappointment for me. I dealt with it partly by increasing my drinking, kicking off a bad habit that continued over time.

MiMedx:

In 2009, I received a call from Pete Petit, Matria's former chairman. Pete had retired after selling Matria but quickly became bored and started looking for other opportunities. MiMedx, a relatively new company, had invited Pete to take the helm and he invited me to join him. At the time, MiMedx employed about 30 or 40 people.

Within a few months, Pete selected me to serve as MiMedx's Chief Operating Officer. In the new role, I led the growth of the workforce, bringing more than 30 people who previously worked with me at Facet Technologies. We expanded the company, eventually creating full-time employment for more than 1,000 employees. As COO, I led many departments, including Research and Development, Quality Assurance, Regulatory Affairs, Clinical Affairs, Operations, Manufacturing, Warehouse, Facilities, Customer Service, Information Technology, Informatics, Sales, Marketing, and Reimbursement. Basically, I took responsibility for all departments other than Legal, Finance, Accounting, and Human Resources. My chief role was to make sure our company created great products and infrastructure to handle the explosive growth we had.

My tenure with MiMedx felt rewarding. Besides creating jobs, grooming leaders, and contributing to communities, our company played a role in both saving lives, and extending lives by using the natural healing qualities of placental tissue.

Family and Community:

I mentioned that my parents were working class people with four children. I had two older sisters and a younger brother. Our parents taught us to have a strong work ethic

and to always do the right thing, even when it is difficult or sometimes the most difficult thing.

My sisters got married right out of high school and raised three children each. My oldest sister, Carolyn, started out as a hairdresser and then made a mid-life career change and became a Methodist Pastor, and she is quite good at her job. Her youngest child, my niece, died over 10 years ago of a rare condition called Cyclic Vomiting Syndrome. She was 22 at the time. Carolyn's ability to keep going in the wake of that tragedy is an example of the strength my parents instilled in all of us kids. My other sister Robin has been an administrator at her church and a local Mennonite school for many years. She has two daughters and a son, all married now. She and I are only two years apart and were quite close growing up.

My younger brother Bryan was a factory worker, bartender, and bouncer. He passed away about 8 years ago due to a heart problem. This was devastating to us all, but particularly to both my parents, as my brother was the "baby" of the family. He was always in and out of some kind of minor trouble, most of it financial or relationship-driven, and my parents continued to try to help him step up and out of his troubles. I didn't support my brother financially the way I have others, and I now regret that. I found out many surprisingly great things about him and his willingness to literally give the shirt off his back to others. I regret that I didn't understand that part of him when he was still alive.

As a man approaching his mid-50s, my greatest sense of pride comes from my wife and daughters. I am very blessed to have them in my life, and deeply saddened to have burdened my family with the troubles related to this case. As hard as I worked at MiMedx, I did the best I could to be an involved dad, too. I loved coaching and cheering at the girls' sports games, applauding their drama performances, and seeing them compete in other events, like science fairs. I remember one event in particular, involving an eighth grade "Future Cities" project for Sophia. I served as a mentor and advisor, meeting with her group twice a week. They competed against about 130 teams in Georgia and won 1st place, awarding them a trip to compete nationally in Washington, D.C. They finished in 16th place for the entire country. I beamed from ear-to-ear with pride throughout that project.

Olivia graduated from Georgia Tech with a degree in biomedical engineering. Like her old man, she's engineering in the healthcare space, and is currently at Boston Scientific. I am very proud of her.

Sophia graduated from the University of Georgia last May with a major in criminal justice. She had a difficult time initially finding a job because of our nation's current economic challenges. Currently, Sophia serves as an executive assistant for magistrate judges in Cherokee County, Georgia. I am also very proud of her.

I've also taken great pride in supporting our extended family and contributing to the building of stronger communities. For years I've served as a board member for the Anna Crawford Children's Center. The charity focused on helping abused children. I also served on the board of advisors for the Institute for Bio- Science and Bioengineering at Georgia Tech from 2011 through 2017. As a board member, I not only made significant donations, but I gave of my time, hoping to help more people reach their highest potential.

I also served on the Metro Chamber of Atlanta Business Council from 2010-through-2015. Our initial goal began as drawing more people and businesses to Atlanta. I advocated for a focus also on retaining companies, since many companies left our city within a few years.

Reflections:

Coping with the jury's verdict has been one of the biggest challenges I've ever had to face. After over 30 years of building my career, supporting my family, and helping to create thousands of jobs and deliver life-saving products to people in need, I find myself convicted of a federal crime. I know that this conviction has redefined the last 30 years of my life's work. It is crushing and humiliating. But as hard as it is to be branded a felon and shunned by many friends and colleagues, it's the humiliation and suffering this has caused my family that I find hardest to stomach.

This case, and the two-year investigation that led to it, has been devastating for my family – and it does not seem like there is an end in sight. We have been living largely off savings for well over a year, as I have not had fulltime employment since 2018 and no meaningful consulting work since I was indicted. Looking ahead, I know it will be exceedingly difficult for me to get another healthcare job in the near future. Back in 2018, the MiMedx Board took away over \$7.6 million in my long-term compensation, the majority of which I'd earned well before the allegations in the indictment. This cut my family's net worth by over half. In January 2021, MiMedx sued me to stop their indemnification obligations and recoup the legal fees they were required to advance me in this case and others. If they win that case, I'll owe MiMedx more than I have left. Not to mention, the S.E.C.'s case will resume sometime after sentencing, and there's also a securities fraud class action in which I'm a defendant. And of course, I understand my sentence here will include a financial component, be it restitution, a fine, or both. In short, I'm looking at going bankrupt and losing everything I had saved to provide safety and security for my wife, daughters, and family members.

I owe apologies to my friends and former colleagues at MiMedx. We had a great team, and I am honored to have been a part of it. We built a special company, helped tens of thousands of patients, healed countless wounds, prevented amputations, and saved lives. Professionally and personally, it just doesn't get any better than that. I am sorry that my friends and colleagues have been affected by this tumult.

I also owe apologies to my parents and sisters for the pain and embarrassment this process has caused. I was the one who did good and gave back, who they felt proud of. This case has changed all of that, too.

Most importantly, I owe apologies to my wife, Carol, and my daughters, Olivia and Sophia. For the past twenty-six years I was the person who provided for them, supported them, and tried to be a steady and supportive husband and father. Since the issues with MiMedx began, I've not been that same person. It has been hard on them, this change in our family's position. Not just the obvious financial hit, but the fact that the fundamental character of their husband and father has been publicly questioned, both in the legal system and relentlessly on social media. I have been witness to their pain and wish I could stop it. I hope to be able to repair some of the damage over time, but I know it will never be the same.

In particular, this process has taken an immeasurable toll on Carol, and I would do anything to fix it. She is rightfully worried about her future. She has been embarrassed and shunned by friends, forced back into the workforce after being out for 25 years. She makes less money today than she did in 1994, before she became a stay-at-home mom. She [REDACTED] and is worried that everything will be taken away from us, including our home, with zero assets and barely be able to make ends meet. I wish I could assure her that it won't happen like that, but I can't. And that tears me apart inside. You see, when I married Carol, I committed to her that I would provide for the family and she could work if she wanted to, or she could manage the household and spend more time with our children; but either way I would provide for the family so that she could do what she thought best. Until this situation, I had honored my commitment to her. Not anymore, and that is simply unbearable. I can't stand to see the hurt in my wife's eyes. She was one of six children, and two of her sisters have passed away – the grief I have seen in her over the past year is much the same as when her sisters passed away, except that grief faded. This grief remains steady. She doesn't deserve this.

I want you to know that I respect the rule of law and will do my utmost to hold my head high and complete whatever sentence you impose. I will continue reflecting on the past few years and apply lessons learned to make me a better husband, father, son, brother, friend, and coworker.

I am already taking steps already to improve my life, and prepare for the next stage. For example, [REDACTED]

[REDACTED]

As you consider my sentence, your Honor, I hope you will agree that the decisions that led to my being charged with a crime are an aberration, and not a characterization of who I am as an individual. I hope that the letters friends and family submitted in support, the things my attorneys put in their submission, and perhaps even some of what I have had to say will make that clear. I ask that rather than incarceration, you consider allowing me to find a way to pay my debt to society by working with one or more organizations in a community service function, allowing me to use my work ethic and talent to help people and organizations who can benefit from that effort. I have spent most of my life building things, from my beginnings in R&D at Miles to building Gainor/Facet and MiMedx. As I prepare to rebuild my life in the wake of this case, I can think of no better way to start than by giving back to the community, helping build something for others.

Thank you for your time and consideration, Your Honor.

Respectfully,

A handwritten signature in blue ink, appearing to read "William C. Taylor". The signature is fluid and cursive, with the first name "William" being the most prominent part.

William C. Taylor